

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

AGERE SYSTEMS, INC., CYTEC INDUSTRIES INC.,
FORD MOTOR COMPANY, SPS TECHNOLOGIES,
LLC and TI AUTOMOTIVE SYSTEMS LLC,

Plaintiffs,

v.

ADVANCED ENVIRONMENTAL
TECHNOLOGY CORPORATION, et al.,

Defendants.

CIVIL ACTION NO.
02-cv-3830 (LDD)

**HANDY & HARMAN TUBE COMPANY'S
ANSWER TO FOURTH AMENDED COMPLAINT
AND AFFIRMATIVE DEFENSES**

Defendant, Handy & Harman Tube Company ("Handy & Harman Tube"), by way of answer to the Fourth Amended Complaint responds as follows:

AS TO THE FACTUAL BACKGROUND

1. Handy & Harman Tube admits that paragraph 1 of the Fourth Amended Complaint asserts that plaintiffs seek contribution and a declaratory judgment but denies that plaintiffs are entitled to any such relief.

2. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 2 of the Fourth Amended Complaint.

3. Handy & Harman Tube denies the allegations contained in paragraph 3 of the Fourth Amended Complaint except admits that Boarhead Corporation purchased the property which is the subject of this litigation in 1969.

4. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 4 of the Fourth Amended Complaint.

5. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 5 of the Fourth Amended Complaint.

6. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 6 of the Fourth Amended Complaint.

7. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 7 of the Fourth Amended Complaint.

8. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 8 of the Fourth Amended Complaint.

9. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 9 of the Fourth Amended Complaint.

10. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 10 of the Fourth Amended Complaint.

11. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 11 of the Fourth Amended Complaint.

12. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 12 of the Fourth Amended Complaint.

13. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 13 of the Fourth Amended Complaint.

14. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 14 of the Fourth Amended Complaint.

15. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 15 of the Fourth Amended Complaint.

16. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 16 of the Fourth Amended Complaint. By way of further response, the purported agreement among the plaintiffs that they will at some future time and not in this litigation reach a final allocation amongst themselves is improper, against public policy and is in conflict with the Court's statutory duty to allocate recoverable response costs among liable parties using such equitable factors as the Court deems appropriate. Moreover, this allegation seeks to preclude the Court from determining if any of the

plaintiffs are substantively entitled to assert claims for contribution and/or declaratory relief and each plaintiff must prove its entitlement to assert a claim for contribution and/or declaratory relief.

17. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 17 of the Fourth Amended Complaint.

18. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 18 of the Fourth Amended Complaint.

19. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 19 of the Fourth Amended Complaint.

20. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 20 of the Fourth Amended Complaint.

21. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 21 of the Fourth Amended Complaint.

22. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 22 of the Fourth Amended Complaint.

23. Paragraph 23 of the Fourth Amended Complaint calls for a legal conclusion to which no response is required. To the extent any response is required, Handy & Harman Tube denies the allegations contained in paragraph 23 of the Fourth Amended Complaint.

24. Paragraph 24 of the Fourth Amended Complaint calls for a legal conclusion to which no response is required. To the extent any response is required, Handy & Harman Tube denies the allegations contained in paragraph 24 of the Fourth Amended Complaint.

AS TO JURISDICTION AND VENUE

25. Paragraph 25 of the Fourth Amended Complaint calls for a legal conclusion to which no response is required.

26. Paragraph 26 of the Fourth Amended Complaint calls for a legal conclusion to which no response is required.

27. Paragraph 27 of the Fourth Amended Complaint calls for a legal conclusion to which no response is required. To the extent any response is required, Handy & Harman Tube denies the allegations contained in paragraph 27.

28. Paragraph 28 of the Fourth Amended Complaint calls for a legal conclusion to which no response is required. To the extent any response is required, Handy & Harman Tube denies the allegations contained in paragraph 28.

AS TO THE PARTIES

29. Paragraph 29 of the Fourth Amended Complaint calls for a legal conclusion to which no response is required. To the extent any response is required, Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 29 of the Fourth Amended Complaint.

30. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 30 of the Fourth Amended Complaint.

31. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 31 of the Fourth Amended Complaint.

32. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 32 of the Fourth Amended Complaint.

33. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 33 of the Fourth Amended Complaint.

34. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 34 of the Fourth Amended Complaint.

35. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 35 of the Fourth Amended Complaint.

36. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 36 of the Fourth Amended Complaint.

37. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 37 of the Fourth Amended Complaint.

38. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 38 of the Fourth Amended Complaint.

39. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 39 of the Fourth Amended Complaint.

40. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 40 of the Fourth Amended Complaint.

41. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 41 of the Fourth Amended Complaint.

42. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 42 of the Fourth Amended Complaint.

43. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 43 of the Fourth Amended Complaint.

44. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 44 of the Fourth Amended Complaint.

45. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 45 of the Fourth Amended Complaint.

46. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 46 of the Fourth Amended Complaint.

47. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 47 of the Fourth Amended Complaint.

48. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 48 of the Fourth Amended Complaint.

49. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 49 of the Fourth Amended Complaint.

50. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 50 of the Fourth Amended Complaint.

51. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 51 of the Fourth Amended Complaint.

52. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 52 of the Fourth Amended Complaint.

53. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 53 of the Fourth Amended Complaint.

54. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 54 of the Fourth Amended Complaint.

55. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 55 of the Fourth Amended Complaint.

56. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 56 of the Fourth Amended Complaint.

57. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 57 of the Fourth Amended Complaint.

58. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 58 of the Fourth Amended Complaint.

59. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 59 of the Fourth Amended Complaint.

60. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 60 of the Fourth Amended Complaint.

61. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 61 of the Fourth Amended Complaint.

62. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 62 of the Fourth Amended Complaint.

63. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 63 of the Fourth Amended Complaint.

64. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 64 of the Fourth Amended Complaint.

65. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 65 of the Fourth Amended Complaint.

66. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 66 of the Fourth Amended Complaint.

67. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 67 of the Fourth Amended Complaint.

68. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 68 of the Fourth Amended Complaint.

69. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 69 of the Fourth Amended Complaint.

70. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 70 of the Fourth Amended Complaint.

71. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 71 of the Fourth Amended Complaint.

72. Handy & Harman Tube admits the allegations contained in paragraph 72 of the Fourth Amended Complaint.

73. Handy & Harman Tube denies the allegations contained in paragraph 73 of the Fourth Amended Complaint.

74. Handy & Harman Tube denies the allegations contained in paragraph 74 of the Fourth Amended Complaint.

75. Handy & Harman Tube denies the allegations contained in paragraph 75 of the Fourth Amended Complaint.

76. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 76 of the Fourth Amended Complaint.

77. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 77 of the Fourth Amended Complaint.

78. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 78 of the Fourth Amended Complaint.

79. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 79 of the Fourth Amended Complaint.

80. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 80 of the Fourth Amended Complaint.

81. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 81 of the Fourth Amended Complaint.

82. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 82 of the Fourth Amended Complaint.

83. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 83 of the Fourth Amended Complaint.

84. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 84 of the Fourth Amended Complaint.

85. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 85 of the Fourth Amended Complaint.

86. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 86 of the Fourth Amended Complaint.

87. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 87 of the Fourth Amended Complaint.

88. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 88 of the Fourth Amended Complaint.

89. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 89 of the Fourth Amended Complaint.

90. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 90 of the Fourth Amended Complaint.

91. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 91 of the Fourth Amended Complaint.

92. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 92 of the Fourth Amended Complaint.

93. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 93 of the Fourth Amended Complaint.

94. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 94 of the Fourth Amended Complaint.

95. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 95 of the Fourth Amended Complaint.

96. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 96 of the Fourth Amended Complaint.

97. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 97 of the Fourth Amended Complaint.

98. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 98 of the Fourth Amended Complaint.

99. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 99 of the Fourth Amended Complaint.

100. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 100 of the Fourth Amended Complaint.

101. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 101 of the Fourth Amended Complaint.

102. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 102 of the Fourth Amended Complaint.

103. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 103 of the Fourth Amended Complaint.

104. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 104 of the Fourth Amended Complaint.

105. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 105 of the Fourth Amended Complaint.

106. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 106 of the Fourth Amended Complaint.

107. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 107 of the Fourth Amended Complaint.

108. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 108 of the Fourth Amended Complaint.

109. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 109 of the Fourth Amended Complaint.

110. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 110 of the Fourth Amended Complaint.

111. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 111 of the Fourth Amended Complaint.

112. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 112 of the Fourth Amended Complaint.

113. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 113 of the Fourth Amended Complaint.

114. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 114 of the Fourth Amended Complaint.

115. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 115 of the Fourth Amended Complaint.

116. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 116 of the Fourth Amended Complaint.

117. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 117 of the Fourth Amended Complaint.

118. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 118 of the Fourth Amended Complaint.

119. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 119 of the Fourth Amended Complaint.

120. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 120 of the Fourth Amended Complaint.

121. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 121 of the Fourth Amended Complaint.

122. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 122 of the Fourth Amended Complaint.

123. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 123 of the Fourth Amended Complaint.

124. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 124 of the Fourth Amended Complaint.

125. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 125 of the Fourth Amended Complaint.

126. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 126 of the Fourth Amended Complaint.

127. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 127 of the Fourth Amended Complaint.

128. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 128 of the Fourth Amended Complaint.

129. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 129 of the Fourth Amended Complaint.

130. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 130 of the Fourth Amended Complaint.

131. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 131 of the Fourth Amended Complaint.

132. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 132 of the Fourth Amended Complaint.

133. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 133 of the Fourth Amended Complaint.

134. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 134 of the Fourth Amended Complaint.

135. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 135 of the Fourth Amended Complaint.

136. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 136 of the Fourth Amended Complaint.

137. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 137 of the Fourth Amended Complaint.

138. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 138 of the Fourth Amended Complaint.

139. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 139 of the Fourth Amended Complaint.

140. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 140 of the Fourth Amended Complaint.

141. Handy & Harman Tube is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 141 of the Fourth Amended Complaint.

**AS TO COUNT I
(CERCLA Section 113(f)(1) Contribution)**

142. Handy & Harman Tube repeats and reiterates its responses to paragraphs 1 through 141 of the Fourth Amended Complaint as if set forth at length herein.

143. Paragraph 143 of the Fourth Amended Complaint calls for a legal conclusion to which no response is required. To the extent any response is required, Handy & Harman Tube denies the allegations contained in paragraph 143.

144. Paragraph 144 of the Fourth Amended Complaint calls for a legal conclusion to which no response is required. To the extent any response is required, Handy & Harman Tube denies the allegations contained in paragraph 144.

145. Paragraph 145 of the Fourth Amended Complaint calls for a legal conclusion to which no response is required. To the extent any response is required, Handy & Harman Tube denies the allegations contained in paragraph 145.

146. Paragraph 146 of the Fourth Amended Complaint is not directed to Handy & Harman Tube and therefore no response is required. Paragraph 146 of the Fourth Amended Complaint calls for a legal conclusion to which no response is required.

147. Paragraph 147 of the Fourth Amended Complaint calls for a legal conclusion to which no response is required. To the extent any response is required, Handy & Harman Tube denies the allegations contained in paragraph 147.

148. Paragraph 148 of the Fourth Amended Complaint is not directed to Handy & Harman Tube and therefore no response is required. To the extent that any response is required, Handy & Harman Tube denies the allegations contained in paragraph 148.

149. Handy & Harman Tube denies the allegations contained in paragraph 149 of the Fourth Amended Complaint.

150. Paragraph 150 of the Fourth Amended Complaint is not directed to Handy & Harman Tube and therefore no response is required. Paragraph 150 also calls for a legal

conclusion. To the extent that any response is required, Handy & Harman Tube denies the allegations contained in paragraph 150.

151. Paragraph 151 of the Fourth Amended Complaint calls for a legal conclusion to which no response is required. To the extent any response is required, Handy & Harman Tube denies the allegations contained in paragraph 151.

WHEREFORE, Handy & Harman Tube demands judgment against plaintiffs as follows:

- (a) Dismissing Count I with prejudice;
- (b) Awarding Handy & Harman Tube attorneys' fees;
- (c) Awarding Handy & Harman Tube costs;
- (d) Providing for such other relief as the court deems equitable and just.

**AS TO COUNT II
(CERCLA Section 113(f)(3)(B))**

152. Handy & Harman Tube repeats and reiterates its responses to paragraphs 1 through 151 of the Fourth Amended Complaint as if set forth at length herein.

153. Paragraph 153 of the Fourth Amended Complaint calls for a legal conclusion to which no response is required. To the extent any response is required, Handy & Harman Tube denies the allegations contained in paragraph 153.

154. Paragraph 154 of the Fourth Amended Complaint calls for a legal conclusion to which no response is required. To the extent any response is required, Handy & Harman Tube denies the allegations contained in paragraph 154.

WHEREFORE, Handy & Harman Tube demands judgment against plaintiffs as follows:

- (a) Dismissing Count II with prejudice;
- (b) Awarding Handy & Harman Tube attorneys' fees;

- (c) Awarding Handy & Harman Tube costs;
- (d) Providing for such other relief as the court deems equitable and just.

**AS TO COUNT III
(CERCLA Section 113(g)(2) Declaratory Judgment)**

155. Handy & Harman Tube repeats and reiterates its responses to paragraphs 1 through 154 of the Fourth Amended Complaint as if set forth at length herein.

156. Paragraph 156 of the Fourth Amended Complaint calls for a legal conclusion to which no response is required. To the extent any response is required, Handy & Harman Tube denies the allegations contained in paragraph 156.

157. Paragraph 157 of the Fourth Amended Complaint calls for a legal conclusion to which no response is required. To the extent any response is required, Handy & Harman Tube denies the allegations contained in paragraph 157.

WHEREFORE, Handy & Harman Tube demands judgment against plaintiffs as follows:

- (a) Dismissing Count III with prejudice;
- (b) Awarding Handy & Harman Tube attorneys' fees;
- (c) Awarding Handy & Harman Tube costs;
- (d) Providing for such other relief as the court deems equitable and just.

**AS TO COUNT IV
(Cost Recovery Under the Pennsylvania Hazardous Sites Cleanup Act)**

158. Handy & Harman Tube repeats and reiterates its responses to paragraphs 1 through 157 of the Fourth Amended Complaint as if set forth at length herein.

159. Paragraph 159 of the Fourth Amended Complaint calls for a legal conclusion to which no response is required. To the extent any response is required, Handy & Harman Tube denies the allegations contained in paragraph 159.

160. Paragraph 160 of the Fourth Amended Complaint calls for a legal conclusion to which no response is required. To the extent any response is required, Handy & Harman Tube denies the allegations contained in paragraph 160.

161. Paragraph 161 of the Fourth Amended Complaint calls for a legal conclusion to which no response is required. To the extent any response is required, Handy & Harman Tube denies the allegations contained in paragraph 161.

162. Paragraph 162 of the Fourth Amended Complaint calls for a legal conclusion to which no response is required. To the extent any response is required, Handy & Harman Tube denies the allegations contained in paragraph 162.

163. Paragraph 163 of the Fourth Amended Complaint calls for a legal conclusion to which no response is required. To the extent any response is required, Handy & Harman Tube denies the allegations contained in paragraph 163.

164. Paragraph 164 of the Fourth Amended Complaint is not directed to Handy & Harman Tube and therefore no response is required. Paragraph 164 of the Fourth Amended Complaint calls for a legal conclusion to which no response is required. To the extent any response is required, Handy & Harman Tube denies the allegations contained in paragraph 164.

165. Paragraph 165 of the Fourth Amended Complaint calls for a legal conclusion to which no response is required. To the extent any response is required, Handy & Harman Tube denies the allegations contained in paragraph 165.

166. Paragraph 166 of the Fourth Amended Complaint is not directed to Handy & Harman Tube and therefore no response is required. Paragraph 166 of the Fourth Amended Complaint calls for a legal conclusion to which no response is required. To the extent any response is required, Handy & Harman Tube denies the allegations contained in paragraph 166.

167. Paragraph 167 of the Fourth Amended Complaint calls for a legal conclusion to which no response is required. To the extent any response is required, Handy & Harman Tube denies the allegations contained in paragraph 167.

WHEREFORE, Handy & Harman Tube demands judgment against plaintiffs as follows:

- (a) Dismissing Count IV with prejudice;
- (b) Awarding Handy & Harman Tube attorneys' fees;
- (c) Awarding Handy & Harman Tube costs;
- (d) Providing for such other relief as the court deems equitable and just.

AFFIRMATIVE DEFENSES

First Affirmative Defense

Plaintiffs' Fourth Amended Complaint fails to state any claim upon which relief may be granted.

Second Affirmative Defense

Plaintiffs' claims are barred, in whole or in part, by the applicable statutes of limitations, statutes of repose and/or the doctrine of laches.

Fourth Affirmative Defense

Handy & Harman Tube qualifies for one or more of the defenses to liability set forth in CERCLA, the Pennsylvania Hazardous Sites Cleanup Act and/or other applicable federal and state laws and regulations.

Fourth Affirmative Defense

Any harm caused by the releases and/or discharges of hazardous substances at or from the site is divisible, in whole or in part.

Fifth Affirmative Defense

No act or omission of Handy & Harman Tube was the actual, proximate or legal cause of any harm, damage or cost alleged by plaintiffs.

Sixth Affirmative Defense

While denying it is responsible for any of the response costs and other costs incurred at the Site, Handy & Harman Tube's equitable share of the response costs and other costs incurred at the site is zero.

Seventh Affirmative Defense

Plaintiffs have not incurred any costs that are recoverable under CERCLA or the Pennsylvania Hazardous Sites Cleanup Act. Any costs incurred by plaintiffs were unreasonable, duplicative, wasteful, inconsistent with the National Contingency Plan and/or not authorized or approved by the EPA.

Eighth Affirmative Defense

Plaintiffs' costs and damages, if any, are the result of actions of other parties over whom Handy & Harman Tube does not have control.

Ninth Affirmative Defense

Plaintiffs' claims are barred, or recovery from Handy & Harman Tube must be reduced or eliminated, under general equitable principles, including the equitable doctrines of unclean hands, laches, waiver and/or estoppel.

Tenth Affirmative Defense

Handy & Harman Tube's contribution to the alleged harm at issue, if any, was *de minimus*.

Eleventh Affirmative Defense

Plaintiffs failed to mitigate their costs or damages, if any.

Twelfth Affirmative Defense

Without admitting liability, in the event Handy & Harman Tube is held liable or responsible for any acts alleged in the Fourth Amended Complaint, Handy & Harman Tube's liability should be proportionately limited to its contribution to the alleged release, discharge, harm and/or hazard, taking into account the contribution and/or negligence of all other persons including plaintiffs and/or other parties who contributed to or are responsible for the alleged release, discharge, harm and/or hazard.

Thirteenth Affirmative Defense

Plaintiffs cannot recover any of its costs at the site because it failed to comply with all statutory and/or regulatory conditions precedent.

Fourteenth Affirmative Defense

Any claims for joint and several liability by plaintiffs are barred because, to the extent any harm exists, that harm is divisible, and the damages, if any, caused by such harm may be apportioned among the persons who allegedly caused the harm.

Fifteenth Affirmative Defense

To the extent other parties not named in the case are responsible for any alleged claims or damages by plaintiffs, such claims against Handy & Harman Tube are barred by plaintiffs' failure to join such parties.

Sixteenth Affirmative Defense

Plaintiffs cannot recover from Handy & Harman Tube any damages or costs not yet incurred.

Seventeenth Affirmative Defense

Plaintiffs' claims are barred, in whole or in part, because the damages and costs it seeks are too speculative or remote.

Eighteenth Affirmative Defense

Handy & Harman Tube is not a joint tortfeasor with respect to any of the alleged damaged, costs or harm at the site.

Nineteenth Affirmative Defense

Plaintiffs' claims for recovery of attorneys' fees and EPA oversight costs are barred, in whole or in part, by applicable case law.

Twentieth Affirmative Defense

Plaintiffs' claims for contribution and declaratory relief are barred, in whole or in part, by plaintiffs' failure to prove that each of them have paid and/or are obligated to pay more than their equitable fair share of response costs.

Twenty-First Affirmative Defense

Agere and TI's contribution claims are barred, in whole or in part, to the extent that they have not been asserted during or following a civil action under Section 9606 or 9607(a) of CERCLA, as is statutorily required under Section 9613(f)(1) of CERCLA.

Twenty-Second Affirmative Defense

Plaintiffs' contribution claims are barred, in whole or in part, to the extent that they have not resolved their liability to the United States for some or all of a response action or for some or

all of the costs of such action in an administrative or judicially approved settlement, as is statutorily required under Section 9613(f)(3)(B) of CERCLA.

Twenty-Third Affirmative Defense

Plaintiffs' HSCA contribution claims are barred, in whole or in part, to the extent that they have not been asserted during or following a civil action under Section 507 or 1101 of HSCA as is statutorily required under Section 705 of HSCA.

Twenty-Fourth Affirmative Defense

Handy & Harman Tube incorporates by reference all other defenses asserted by any other party and hereby reserves the right to add any additional defenses that it may deem appropriate as discovery is conducted in this case.

Date: April 7, 2006
Roseland, New Jersey

By: MF1386
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CERTIFICATE OF SERVICE

I hereby certify that, on April 7, 2006, a true and correct copy of the foregoing Answer to Fourth Amended Complaint and Affirmative Defenses was served by first class mail, postage prepaid, upon each of the parties set forth in the attached Service List.

Date: April 7, 2006

MF1386

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SERVICE LIST

***Boarhead Farm Agreement Group v. AETC, et al.
Civil Action No. 02-cv-3830 (LDD)***

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